

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

TEMPORARY
FORM D

820909

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| OMB APPROVAL | |
| OMB Number: | 3235-0076 |
| Expires: | March 15, 2009 |
| Estimated average burden hours per response: | 4.00 |



09036877

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Received SEC

MAR 12 2009

Washington, DC 20549
SEC Mail Processing
Section

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

FLEXIBLE PREMIUM VARIABLE DEFERRED ANNUITY CONTRACT

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

MAR 12 2009

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Washington, DC

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

111

AIG LIFE OF BERMUDA, LTD

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

29 Richmond Road, Pembroke HM 08 Bermuda

(441) 298-5311

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Life Insurance and Annuities

PROCESSED

Type of Business Organization

☒ corporation
☐ business trust

☐ limited partnership, already formed
☐ limited partnership, to be formed

☐ other (please specify):

MAR 27 2009

Actual or Estimated Date of Incorporation or Organization: Month **01** Year **2008** ☐ Actual ☒ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

BM

THOMSON REUTERS

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exception under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972(9-08)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

AIG Life of Bermuda, Ltd.

REGISTER OF DIRECTORS AND OFFICERS

15 May 2008

| Name and Address | Directors | Officers |
|----------------------------|------------------|---|
| David O'Leary# | Director | Chairman of the Board and Chief Executive Officer |
| Robert F. Herbert, Jr.# | Director | Senior Vice President and Chief Financial Officer |
| S. George Cubbon* | Director | President and Deputy Chairman |
| Lars Bergquist* | Director | Executive Vice President |
| Mary Jane B. Fortin# | Director | |
| Anthony Philip* | | Secretary |
| Christopher J. Swift# | | Executive Vice President |
| Robert M. Beuerlein# | | Senior Vice President and Chief Actuary |
| John Gatesman# | | Senior Vice President |
| James Bohan* | | Senior Vice President |
| Edward F. Bacon# | | Vice President |
| Robert Beauchamp# | | Vice President |
| Joan Bartel# | | Vice President |
| Frederick Garland# | | Vice President |
| Farideh N. Farrokhi# | | Vice President and Treasurer |
| Richard Gravette# | | Vice President |
| Cara Knezic* | | Vice President |
| Mark Waddington* | | Vice President |
| B. Lynnette Hodgson* | | Assistant Secretary |
| Lauren W. Jones# | | Assistant Secretary |
| Sandra M. Smith# | | Assistant Secretary |
| T. Sharon Jones* | | Assistant Secretary |
| Deanna Osmonson# | | Reporting Officer, Anti-Money Laundering |
| T. Clay Spires# | | Assistant Tax Officer |
| John Fleming# | | Assistant Treasurer |
| Karen A. Cushwa * | | Administrative Officer |
| Beverly Farris# | | Administrative Officer |
| Rachael Mottley* | | Administrative Officer |
| Coyia Richter# | | Administrative Officer |
| Lori Guadagno# | | Administrative Officer |
| Erin Simper# | | Authorized Person |
| Carlotta Matthews# | | Authorized Person |
| Elisha Lopez# | | Authorized Person |
| Paul Montgomery# | | Authorized Person |

Addresses:

* American International Building, 29 Richmond Road, Pembroke HM 08, Bermuda
2727-A Allen Parkway, Houston, Texas 77019, USA.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|--|-----------------------------|------------------------|
| Debt | \$ - 0 - | \$ - 0 - |
| Equity | \$ - 0 - | \$ - 0 - |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ - 0 - | \$ - 0 - |
| Partnership Interests | \$ - 0 - | \$ - 0 - |
| Other (Specify <u>Premiums for Variable Annuity Policy</u>) | \$ 5,000,000 | \$ 5,000,000 |
| Total | \$ 5,000,000 | \$ 5,000,000 |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--|
| Accredited Investors | 1 | \$ 5,000,000 |
| Non-accredited Investors | 0 | \$ - 0 - |
| Total (for filings under Rule 504 only) | | \$ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|--------------------|---------------------|-----------------------|
| Rule 505 | | \$ |
| Regulation A | | \$ |
| Rule 504 | | \$ |
| Total | | \$ |

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|--|-------------------------------|
| Transfer Agent's Fees | <input type="checkbox"/> \$ 0 |
| Printing and Engraving Costs | <input type="checkbox"/> \$ 0 |
| Legal Fees | <input type="checkbox"/> \$ 0 |
| Accounting Fees | <input type="checkbox"/> \$ 0 |
| Engineering Fees | <input type="checkbox"/> \$ 0 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> \$ 0 |
| X Other Expenses (identify) | <input type="checkbox"/> \$ 0 |
| Total | <input type="checkbox"/> \$ 0 |

X Subsequent to Policy being in force
there are mortality and expense charges

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$5,000,000

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | Payments to Others |
|--|--|--|
| Salaries and fees | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Purchase of real estate | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Repayment of indebtedness | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Working capital | <input type="checkbox"/> \$ N/A | <input type="checkbox"/> \$ 0 |
| Other (specify): <u>Premiums to issuer</u> | <input type="checkbox"/> \$ - 0 - | <input checked="" type="checkbox"/> \$ 5,000,000 |
| | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Column Totals | <input type="checkbox"/> \$ - 0 - | <input checked="" type="checkbox"/> \$ 5,000,000 |
| Total Payments Listed (column totals added) | | <input checked="" type="checkbox"/> \$ 5,000,000 |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|--|-------------------------------|
| Issuer (Print or Type) <u>ALG Life of Bermuda</u> | Signature <u>Robert B. Saginaw</u> | Date <u>March 10, 2009</u> |
| Name of Signer (Print or Type) <u>Robert B. Saginaw</u> | Title of Signer (Print or Type) <u>Associate Counsel of Affiliate</u> | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END